

RECORDATION NO. 27156-F FILED

FEB 22 '11 -11 00 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

(202) 393-2266  
FAX (202) 393-2156  
E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

February 22, 2011

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Amendment No. 3 to Memorandum of Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, Lease Supplement No. 4 and Lease Supplement No. 5 and Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1, Trust Indenture Supplement No. 2, Trust Indenture Supplement No. 3, Trust Indenture Supplement No. 4 and Trust Indenture Supplement No. 5, dated as of February 18, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 27156.

The names and addresses of the parties to the enclosed document are:

Owner Trustee/ Lessor:	Wells Fargo Bank Northwest, National Association 299 South Main Street, 12 <sup>th</sup> Floor Salt Lake City, UT 84111
---------------------------	--

Chief  
Section of Administration  
February 22, 2011  
Page 2

Lessee: Wells Fargo Bank Northwest, National  
Association (as successor to Wachovia  
Financial Services, Inc.)  
299 South Main Street, 12<sup>th</sup> Floor  
Salt Lake City, UT 84111

Indenture Trustee: Wilmington Trust Company  
Rodney Square North  
100 North Market Street  
Wilmington, DE 19890-0001

A description of the railroad equipment covered by the enclosed document  
is:

9 railcars within the series FURX 845921 - FURX 845986, (previously  
bearing NDYX reporting marks) as more particularly set forth in the  
attachment to the document.

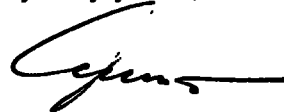
A short summary of the document to appear in the index is:

Amendment No. 3 to Memorandum of Lease Agreement, Lease  
Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3,  
Lease Supplement No. 4 and Lease Supplement No. 5 and Memorandum  
of Trust Indenture and Security Agreement and Trust Indenture  
Supplement No. 1, Trust Indenture Supplement No. 2, Trust Indenture  
Supplement No. 3, Trust Indenture Supplement No. 4 and Trust Indenture  
Supplement No. 5.

Also enclosed is a check in the amount of \$41.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

FEB 22 '11 -11 00 AM

**AMENDMENT NO. 3 TO  
MEMORANDUM OF EQUIPMENT LEASE AGREEMENT, SURFACE TRANSPORTATION BOARD  
LEASE SUPPLEMENT NO. 1, LEASE SUPPLEMENT NO. 2, LEASE SUPPLEMENT  
NO. 3, LEASE SUPPLEMENT NO. 4 AND LEASE SUPPLEMENT NO. 5,  
AND  
MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT,  
TRUST INDENTURE SUPPLEMENT NO. 1, TRUST INDENTURE SUPPLEMENT  
NO. 2, TRUST INDENTURE SUPPLEMENT NO. 3, TRUST INDENTURE  
SUPPLEMENT NO. 4, AND TRUST INDENTURE SUPPLEMENT NO. 5  
(Surface Transportation Board)**

This Amendment No. 3 to Memorandum of Equipment Lease Agreement, Lease Supplement Nos. 1, 2, 3, 4, and 5, and Memorandum of Trust Indenture and Security Agreement, Trust Indenture Supplement Nos. 1, 2, 3, 4, and 5 (the "Amendment") is made and entered into this 18 day of February, 2011, pursuant to the Equipment Lease Agreement and Lease Supplements dated September 12, 2007 (the "Lease"), between Wells Fargo Bank Northwest, National Association, as Owner Trustee (the "Lessor"), and Wells Fargo Bank, National Association, successor to Wachovia Financial Services, Inc. (the "Lessee"), and the Trust Indenture and Security Agreement and Trust Indenture Supplements dated as of September 12, 2007 (the "Trust Indenture and Security Agreement") between Wilmington Trust Company, not individually but solely as Indenture Trustee ("Indenture Trustee"), and Wells Fargo Bank Northwest, National Association, not individually but solely as Owner Trustee ("Owner Trustee").

**WHEREAS**, a Memorandum of Equipment Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, Lease Supplement No. 4 and Lease Supplement No. 5 evidencing the Lease was filed with the Surface Transportation Board pursuant to Section 11301(a) of Title 49 of the *United States Code* on September 12, 2007 at 8.00 a.m., under Recordation Number 27156; and

**WHEREAS**, a Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1, Trust Indenture Supplement No. 2, Trust Indenture Supplement No. 3, Trust Indenture Supplement No. 4 and Trust Indenture Supplement No. 5 was filed with the Surface Transportation Board pursuant to Section 11301(a) of Title 49 of the *United States Code* on September 12, 2007 at 8:00 a.m., under Recordation Number 27156-A; and

**WHEREAS**, pursuant to Section 4.2, Duty to Number and Mark Equipment, of the Lease, Lessee is required to file and record in all public offices where the Lease and the Trust Indenture and Security Agreement have been filed, the new identification reporting mark and number for such railcars that have been changed and remain subject to the Lease and the Trust Indenture and Security Agreement, and

**NOW THEREFORE**, in order to comply with the provisions under the Lease, the Lessee hereby provides the following.

Exhibit 1 attached hereto identifies the railcars subject to the Lease and the Trust Indenture and Security Agreement that have been reported as remarked and renumbered

This Amendment shall not impair or terminate any rights and obligations of the parties under the Lease and the Trust Indenture and Security Agreement with respect to the railroad equipment covered by the Lease and the Trust Indenture and Security Agreement, as to which the Lease and the Trust Indenture and Security Agreement remain in full force and effect.

[The remainder of this page is intentionally left blank.]

Dated this 18 day of February, 2011.


**OWNER TRUSTEE (LESSOR):**

**WELLS FARGO BANK NORTHWEST,  
NATIONAL ASSOCIATION**

By:   
Name: Nichole Beers  
Title: Assistant Vice President

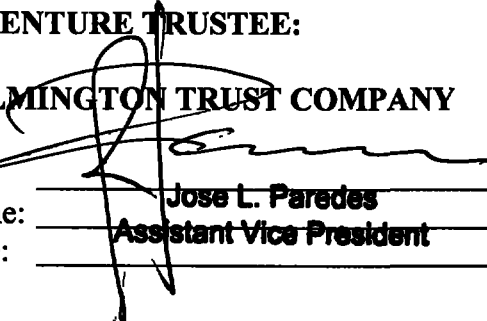
**LESSEE:**

**WELLS FARGO BANK , NATIONAL  
ASSOCIATION (successor to Wachovia  
Financial Services, Inc.)**

By:   
Name: Rick Grossman  
Title: Designated Signer

**INDENTURE TRUSTEE:**

**WILMINGTON TRUST COMPANY**

By:   
Name: Jose L. Paredes  
Title: Assistant Vice President

STATE OF UTAH )  
 )  
COUNTY OF SALT LAKE ) SS.

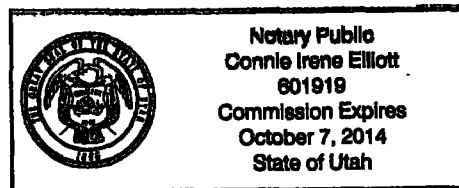
The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 15th day of February, 2011 by Nichole Beers, as Assistant Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

  
NOTARY PUBLIC

My Commission Expires: October 7, 2014

[Notarial Seal]



STATE OF ILLINOIS )  
 )  
COUNTY OF COOK ) SS.

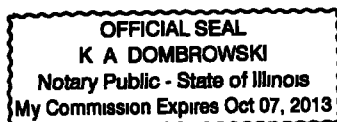
The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 10th day of February, 2011 by Rick Grossman, as Designated Signer of WELLS FARGO BANK, NATIONAL ASSOCIATION

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written

  
NOTARY PUBLIC

My Commission Expires: 10-7-2013

[Notarial Seal]



STATE OF DELAWARE                     )  
   )  
COUNTY OF NEW CASTLE             )       SS.

The foregoing instrument was acknowledged before me, the undersigned Notary Public,  
on this 17 day of February, 2011 by Jose Paredes, as  
**Assistant Vice President** of **WILMINGTON TRUST COMPANY**.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal  
in the County and State aforesaid, the day and year first above written.

  
NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_

[Notarial Seal]

**PATRICK A. KANAR**  
Notary Public - State of Delaware  
My Comm. Expires April 6, 2012



**EXHIBIT 1**

<b>COUNT</b>	<b>CAR ID</b>	<b>PRIOR CAR INITIAL</b>	<b>PRIOR CAR NUMBER</b>	<b>CURRENT CAR INITIAL</b>	<b>CURRENT CAR NUMBER</b>
1	166570	NDYX	845921	FURX	845921
2	166592	NDYX	845956	FURX	845956
3	166610	NDYX	845936	FURX	845936
4	166616	NDYX	845930	FURX	845930
5	166620	NDYX	845986	FURX	845986
6	166636	NDYX	845969	FURX	845969
7	166638	NDYX	845967	FURX	845967
8	166639	NDYX	845966	FURX	845966
9	166641	NDYX	845964	FURX	845964

Lease Schedule No 4